

ABATE OF MONTANA



BY-LAWS
ABATE OF MONTANA
2019

ARTICLE 1

Structure and Organization

Section 1: Organization

A. NAME: The name of the Corporation shall be ABATE of Montana (American Bikers Aiming Toward Education). The Corporation shall be organized as a not-for-profit Corporation in accordance with Montana State Law. It shall have and continuously maintain, in the State of Montana, a registered office and a registered agent whose office shall be identical with such registered office. The registered office shall be designated by duly adopted resolution of the Board of Directors.

B. PURPOSE: The objectives are public motorcycle awareness programs, and motorcycle rider-training programs.

Section 2: Membership

A. CHARTER MEMBERS: The initial members of any chapter established by the Board of Directors, whose dues are fully paid, and the members of any new chapter formed according to these By-Laws within 90 (ninety) days after the chapter is granted its charter by the Board of Directors, will be designated as charter members of that chapter.

B. REGULAR MEMBERS: Any person who has attained the full legal age of 18 (eighteen) years and has applied for membership with annual dues paid in full.

C. HONORARY MEMBERS: The Board of Directors shall be authorized to grant an Honorary membership, by majority vote, to a person deemed worthy by their special assistance to ABATE or its purpose. Any such person shall have no vote or voice in the affairs of the Corporation by virtue of receiving this honor.

D. ASSOCIATE MEMBERS:

(1) Anyone not belonging to, or not wishing to belong to, a local chapter may apply for or renew their membership directly to State Headquarters.

(2) Any current member of ABATE of Montana wishing to be on the membership roll of a chapter other than their initial chapter must apply for or renew their membership through that chapter.

E. YOUTH MEMBERS: Any person under 18 (eighteen) years of age having parental or legal guardian signed authorization, and who has paid their dues for one full year. Any such person shall have no vote or voice in the Corporation.

F. DUES: The Board of Directors shall be authorized to set the amount of the annual dues by resolution. Membership dues are due and payable to the Corporation with initial membership application. Subsequent annual dues are due and payable on the first day of the month of the member's anniversary date. Membership shall be non-transferable, non-assessable and non-assignable. All chapters shall submit dues monthly, in a timely manner, to the State Treasurer.

G. MEMBERSHIP CARDS: The Board of Directors shall provide for the issuance of membership cards. Each card shall state the members name and the period for which it is valid and shall have printed on its face, in clear type, that the Corporation is Not-For-Profit. The name and address of each member and the date of issuance of the membership card shall be entered on the records of the Corporation. If any card is lost, mutilated or destroyed, a new card may be issued at the discretion of the Board of Directors.

H. TERMINATION OF MEMBERSHIP: The membership of any member of the Corporation shall automatically terminate:

(1) after a 90 (ninety)-day grace period beginning on the anniversary date of the member's admission to membership, if the member's annual dues remain delinquent:

(2) on written request by the member delivered to any member of the Board of Directors:

(3) upon the death of the member: or

(4) for good cause, by a 4/5 (four-fifths) vote of the existing Board of Directors. Good cause shall be defined as any act or omission prejudicial to the objectives, purpose or welfare of this Corporation. The member must have been notified of such pending action and the charges against said member and have had an opportunity to be heard before the Board of Directors. The decision of the Board of Directors is final.

Section 3: Membership Meetings

A. ANNUAL MEETING: The annual meeting of the members and officers of the Corporation shall be held at a place and time, designated by the Board of Directors, to develop and communicate new ideas and skills, and communicate new or impending legislation.

B. SPECIAL MEETINGS: Special meetings of the members shall be called by the State Coordinator or by resolution of the Board of Directors, or upon written request of not less than 15 (fifteen) percent of members having the right to vote at such meeting. The call for the special meeting shall state the nature of the business to be considered and the place, time and date of the meeting. Business considered and acted upon shall be limited to that stated in the call for the meeting.

C. NOTICE: Voting members will be notified of the annual membership meeting of the Corporation and any special meetings at least 5 (five) days before such meeting.

Section 4: General Provisions

A. FISCAL YEAR: The Corporation shall be on a calendar year for fiscal purposes of January 1 through December 31.

B. POWERS: To accomplish the purposes for which the Corporation is organized, it shall have all the powers granted to it by Law, its Articles of Incorporation and these By-Laws.

C. LIABILITY: No officer, member, employee or agent of this Corporation shall be personally liable for the debts, liabilities, obligations or actions of the Corporation.

D. NOTIFICATIONS: Unless specifically provided for elsewhere in these By-Laws, whenever any notice is required to be given to any officer, member or any other person by statute or these By-Laws, it may be given personally, or by mail, telegram, telephone or any other form of communication.

E. WAIVER OF NOTIFICATION: Any officer, member or other person may waive the right to such notification. The waiver must be in writing and delivered to the State Coordinator, State Deputy Coordinator or State Secretary prior to the time such notification is required. All waivers shall be kept on file with the State Secretary.

F. REGIONS: There will be 4 (four) regions decided by geographical location of the chapter in Montana. Region I - including North-East area. Region II - including South-East area. Region III - including South-West area. Region IV - including North-West area.

ARTICLE II

Board of Directors

Section 1: General

A. THE BOARD: All Corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors, hereinafter called the Board. The Board shall be divided into 3 (three) parts: The Executive Board, the Regional Representatives and/or At-Large Board members consisting of each Chapter Coordinator or Deputy Coordinator. No Board member shall be under the age of 18 (eighteen). The Executive Board shall consist of the elected State Officers.

B. RESPONSIBILITY OF BOARD OF DIRECTORS: Executive Board, Regional Representatives, and or Chapter Coordinators shall meet and conduct the business of the Corporation, according to the guidelines referred to elsewhere in these By-Laws.

C. ANNUAL MEETING: The annual meeting of the full Board shall consist of the Executive Board, Regional Representatives and the Chapter Coordinators. It shall be held prior to the Annual General Assembly of the membership to develop and communicate new or impending legislation.

D. LIABILITY: The members of the Board shall not be held accountable, liable or culpable for the actions or omissions of any member of the Corporation acting without the express authority and permission of the Board.

E. CONTRACTS: The Board, except as otherwise provided by these By-Laws, may by resolution, authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or conformed to specific instances. Unless so authorized, no Officer, Board member, agent, employee or other person, shall have any power or authority to bind the Corporation by contract or engagement, or to pledge its credit, or to render it monetarily liable for any purpose or in any amount.

F. COMPENSATION: Executive Board members or appointed committee members may receive reimbursement of expenses from the State Treasury at the discretion of the Board of Directors. Regional Representatives shall receive compensation from the chapter treasuries in their respective regions for travel

expenses to State Board and Regional meetings. Such compensation shall include mileage (\$.xx per mile, to be decided at Board of Directors meetings) plus \$ 15.00 (fifteen) per day per-diem and shall be paid by chapters in their region based on a percapita basis of current paid members.

Section 2: Board Meetings

A. REGULAR MEETINGS: Regular meetings of the Board shall be held a minimum of 2 (two) times yearly. Locations of Board meetings are listed in a guideline prepared by the Executive Board. As has always been the case, the general membership can and is encouraged to attend Regional and State meetings to listen and speak on agenda issues.

B. SPECIAL MEETINGS: Special meetings of the Board may be called by the State Coordinator or by resolution of any 3 (three) members of the Board of Directors. The call for the special meeting shall be executed by the State Secretary and will state the nature of the business to be considered and the place, date and time of the meeting. Business considered and acted upon shall be limited to that stated in the call for the meeting.

C. NOTICE: Written notice of the regular meeting of the Board shall be communicated at least 2 (two) weeks before such meeting. Notice shall include place, date and time. Voting members will be notified of special meetings of the Board at least 5 (five) days prior to such meeting.

D. ATTENDANCE: Meetings of the Board shall be open to all members. Participation by persons other than Directors in meeting discussions or presentations not on the agenda shall be at the discretion of any State Board Member.

E. AGENDA: The Board meetings will follow a written agenda. Requests for items to be placed on the agenda of regular Board meetings will be submitted to the State Secretary not later than 4(four) weeks prior to the scheduled meeting date. A written copy of the agenda will be given to each of the Directors not later than one week prior to the scheduled meeting date.

F. QUORUM: 3/5 (three-fifths) of the existing membership of the Board of Directors shall constitute a quorum for the transaction of business. When computing a quorum, the number shall be rounded down to the nearest whole number.

G. RULES OF ORDER: "Robert's Rules of Order" as revised shall be the

parliamentary authority in all meetings of the Board, except where they conflict with these By-Laws. The By-Laws shall take precedence.

H. VOTING: Each member of the Board has one vote, except Regional Representatives who are proxy only for their region chapters. Proxy votes are permitted. All proxy assignments shall be written or verbal and are valid only for the meetings specified.

(1) All votes by Regional Representatives are proxy and must reflect the wishes of the chapters they represent by separate vote for each chapter. Each of these votes shall be recorded separately by the State Secretary. (So that chapters are assured of fair representation by their Regional Representatives)

(2) One exception to the general rule of majority vote will prevail: if the Regional Representatives or the equivalent representation by Chapter Coordinators, being in constant communication with the chapters, should vote on any issue as a block against the Executive Board members, the Regional Representatives or the equivalent representation by Chapter Coordinators vote shall prevail on the issue.

ARTICLE III Officers

Section 1: Elected Executive Offices

A. STATE COORDINATOR: The State Coordinator shall be the Chief Executive of the Corporation and shall in general be subject to the control of the Board. The Coordinator shall supervise and control all business matters and affairs of the Corporation, perform all duties incident to the office and such other duties as may be required by Law, the Articles of Incorporation, the By-Laws or the Board. He/She will be an ex-officio member of all standing committees but not exercise any voting privileges of those committees. The State Coordinator will ensure that an Annual Report is prepared and available for review upon request.

B. STATE DEPUTY COORDINATOR: The State Deputy Coordinator shall, in the absence of the State Coordinator, perform all duties required of, and have all the powers of the State Coordinator. The Deputy will act as ex-officio member of all standing committees but will not exercise any voting privileges of these committees. The Deputy will perform other such duties as may be assigned by the State Coordinator or the Board.

C. STATE SECRETARY: The State Secretary shall have charge of the corporate books and records and shall issue notices of meetings to the members and

the Board, and shall make such reports and perform other duties as are incidental to this office or which may be assigned by the State Coordinator or the Board.

D. STATE TREASURER: The State Treasurer shall deposit all funds of the Corporation and maintain a record of the income and disbursement of such funds. The Treasurer shall keep accurate books of account and provide financial reports to the Board at their regular meetings. Withdrawal of funds from any account shall be made by check. The check will be signed by the Treasurer and one of the following: State Coordinator, State Deputy Coordinator or State Secretary. The Treasurer will prepare an Annual Financial Report and present it to the State Coordinator at the end of each fiscal year. The report will be made available, upon request, to any ABATE of Montana State or Chapter officer. The Treasurer will prepare any and all reports necessary for governmental agencies and pay all taxes and other charges against the Corporation, as authorized by the Board. The State Treasurer will assist new chapters in creating bank accounts. Any new chapter will require a State Board Officer name be on the General Fund and Education Fund bank accounts.

E. STATE MEMBERSHIP SECRETARY: The State Membership Secretary shall keep complete and accurate account of all membership records, process applications and change of address requests, supply mailing labels for any Corporate mailings and in general perform all duties incident to the office and such other duties as may be assigned by the State Coordinator or the Board.

Section 2: Terms of Office, Elections and Removals

A. REGIONAL REPRESENTATIVES: Representatives for each region to be elected by the Chapter officers of all chapters in that region and to serve a one year term beginning in January of each year. Each chapter shall have one vote. Voting by secret ballot at a regional or regular chapter meeting would be suggested. A Representative to be any member in good standing.

B. TERMS OF OFFICE: State Coordinator, State Deputy Coordinator and State Secretary shall be elected on each even year. State Treasurer and State Membership Secretary shall be elected on each odd year. Term of any office is 2 (two) years and is January 1 through December 31. Any current member 18 (eighteen) years of age or older, in good standing, with a minimum of 2 (two) years active membership, is qualified to run for any Elected Executive office. One (1) year Chapter officer experience is preferred. All ABATE property and membership material shall be turned over to new officers within 30 (thirty) days of notification of election results. All reasonable costs for ABATE property or membership material, requiring

shipping, shall be approved for reimbursement.

C. ELECTIONS: A nominating committee, consisting of at least the Elected Executive Board members not standing for election, shall be formed at the December Board meeting for the upcoming year's election. Nominations shall be accepted until closed at the September Board meeting. The Board shall notify any absent nominee of their nomination in person, by mail or any other form of communication. Absent nominees shall notify a Board member of their acceptance or refusal of the nomination in person, by mail or any other form of communication. The slate of candidates shall appear in the State Newsletter or Minutes.

D. BALLOTS: Printing and distribution of ballots shall be done by the State. All printed ballots must be returned directly to the nominating committee's designee. Mailed ballots must be complete by October 15th and must be postmarked no later than October 31st. The results of the election shall be announced at the December Board meeting and in the State Newsletter or Minutes. A simple majority vote for each position shall suffice.

E. ASSUMPTION OF OFFICE: New Elected Executive Officers of the Board shall officially assume office as of January 1 and shall continue in office until their successors shall be duly elected and qualified.

F. VACANCY: Any member of the Board may be removed by:

- (a) submitting a written request to any Elected Executive Officer;
- (b) the vote of 3/4 (three-fourths) of all existing members of the Board at any meeting where at least 30 (thirty) days written notice has been mailed to all Board members; or
- (c) a vote of all current members of the Corporation where at least 40 (forty) percent voted and a majority of those voting voted for removal, after a recall petition signed by 15 (fifteen) percent of the current members of the Corporation was received by the Board.

The Board shall fill vacancies, which may occur, by recommendation from the State Coordinator and a majority vote of the remaining Board. The person so chosen shall hold the office for the unexpired term of his/her predecessor.

Section 3: Other Offices

A. COMMITTEES: The Executive Board may from time to time appoint committees as necessary to carry out the purposes of the Corporation. Such

committees shall consist of at least a Chairperson and one other member. 50 (fifty) percent of the membership of a committee shall constitute a quorum. The committee has only the powers and authorities specifically given to it by the Board.

B. APPOINTED/VOLUNTEER POSITIONS: The Executive Board may from time to time appoint or ask for volunteers to fill a specific position necessary to the Corporation. Unless Executive Board vacancies these positions carry no voting rights and have only the powers and authorities specifically given to it by the Board.

(1) **STATE SAFETY & AWARENESS COORDINATOR:** The State Safety & Awareness Coordinator shall:

(a) Promote motorcycle safety to motorcyclists throughout the state and the general public by promoting motorcycle awareness programs for all motorists; promoting rider education courses for motorcyclists; working towards lower motorcycle accidents through motorcycle rider education;

(b) Communicate the activities and events of the State Chapter to the general public through: PSA's; press release; billboards; videos.

(c) Coordinate meeting times and routes for state runs and events: if possible, pre-ride routes of major runs, to check for construction, possible hazards, etc.

(d) Responsible for overall road/highway safety by: developing pre-trip motorcycle checklists for riders

(e) Stay current on federal, state and local levels of government motorcycle legislation and promote favorable motorcycle legislation through: State Legislature, NCOM, Motorcycle Riders Foundation, and American Motorcycle Association

(f) Promote positive community/public relations through: active participation in activities benefiting the common welfare of the community; active participation in events sponsored by/for charitable organizations

(g) Write or provide safety and awareness information through the State Newsletter through: safety and maintenance articles; rider/technique tips.

(2) **SATE NEWSLETTER EDITOR:** The State Newsletter Editor shall be responsible for the publication, editing and distribution of the State Newsletter. The Editor shall gather and promote gathering of information from National, State and Chapter sources concerning ABATE purposes. He/She will establish and refine a usable form for the newsletter and collect advertising material for the newsletter and forward billing information, or monies received, to the State Treasurer in a timely manner.

(3) STATE PRODUCTS COORDINATOR: The State Products Coordinator shall make recommendations to the Board regarding merchandise that the board may wish to sell. He/She shall maintain accountability of inventory and monies received and develop and implement a merchandising program.

(4) STATE WEB MASTER: The State Web Master shall be responsible for tasks associated with creating and managing the content and organization of the website.

(5) STATE MEMBERSHIP CARD COORDINATOR: The State Membership Card Coordinator shall obtain membership application information from the State Membership Secretary and process membership cards per the Board's issuance requirements.

(6) STATE BUSINESS CARD COORDINATOR: The Membership Business Card Coordinator shall perform the tasks associated with creating and managing the business cards for ABATE of Montana.

C. VACANCIES: All appointed positions shall be made by the State Coordinator and confirmed by a majority vote of the Board, except as may be otherwise provided for in these By-Laws. All vacancies shall be filled in the same manner.

D. REGIONAL REPRESENTATIVE: The Regional Representative would be charged with the responsibility of directly meeting with all the chapters in their region, bimonthly, between State Board meetings. This Regional Officer would then speak for those chapters at the Board meeting, also bimonthly. The Regional Representative would carry their votes to the Board on any issue needing general membership approval, and then take back to regions' chapters for discussion any new issue needing general membership approval. The Board, by majority decision, would decide which issues should be sent to the chapters. The Regional Representative would attend a minimum of 2 (two) Board meetings per year.

(1) Simpler housekeeping problems or minor issues could be directly voted on at the Board of Directors level to expedite business; such as previously incurred bills, resupply of materials (stamps, office supplies, flyers) budgeted expenses of preapproved events, payments of legal liabilities, long-distance telephone bills incurred by committees or officers conducting only the business of the Corporation.

(2) Decisions regarding trips and trips reimbursement over \$ 50.00 (fifty), new proposals, state events or function proposals are not considered minor issues and require chapter approval.

(3) Regional Representatives are for the purpose of a proxy vote only and have no decision-making ability for their chapters other than those mentioned. Regional Representatives must vote as each Chapter Board has instructed them to vote. Votes by Regional Representatives shall be recorded by the State Secretary individually for each chapter and shall be posted in the written minutes of the meeting. These minutes shall be distributed to the chapters.

(4) Regional Representatives shall be exempt from the \$50.00(fifty)-expenditure limit on regional business.

ARTICLE IV

Chapters

Section 1: Organization

A. EXISTENCE: A chapter may be chartered by resolution of the Board when ten or more members request that the State organization grant such charter. Each chapter will operate as a not-for-profit organization with all the legal rights and identifications granted in the State organization for as long as the chapter operates under By-Laws which have been submitted and approved by the State Board and that those By-Laws do not conflict with these By-Laws.

B. PURPOSES: The primary purpose of each local chapter shall be to help improve the effectiveness of ABATE of Montana in achieving its goals and objectives. Bona fide chapter functions include grassroots legislative activities, conducting public awareness and educational activities as they relate to motorcycling and safety, charitable runs, fund raising events and other social welfare activities.

(1) ABATE of Montana may not take over or adopt a regional or chapter event or function without that region or chapter approval by 3/5 (three-fifths) majority vote of that event or function regional or Chapter officers, and that ABATE of Montana may not assume any funds of a region or chapter of their event/function without that region or Chapter officer approval by 3/5 (three-fifths) majority vote.

C. DUES: A portion of dues collected by the State Treasurer on behalf of each chapter-affiliated member shall be returned to the members' initial chapter. The portion shall be set by resolution of the State Board.

D. OFFICERS: The number of officers of each chapter shall be left up to individual chapters, however, every chapter must elect by majority vote at least the following:

(1) Chapter Coordinator - it shall be the Coordinator's responsibility to keep the State Coordinator and the State Board informed as to what is going on in his/her chapter, represent the chapter in person or by Regional Representative or proxy on the State Board and communicate back to the chapter.

(2) Chapter Deputy Coordinator - shall act in the place of the Coordinator in the event of his/her absence.

(3) Chapter Secretary/Treasurer - shall keep full and fair records and accounts of all proceedings and transactions at all chapter meetings; bi-monthly, forward to the State Secretary copies of all meeting minutes, forward all changes of address, and the member slips promptly to the State Membership Secretary, forward to the State Treasurer the states' portion of membership funds and the membership slips. Maintain a record of all income and distribution of all funds and report on the financial condition of the chapter on a quarterly basis to the State Treasurer, and keep the State Secretary informed of all Chapter officer changes.

E. SURRENDER OF CHARTER:

(1) Charter may be voluntarily surrendered by any chapter if they are unable to function due to lack of membership or other circumstances;

(2) Charter may be involuntarily surrendered due to non-compliance of Chapter officer duties as specified in Article 4, Section 1, Subsection D.

(3) Charter may be involuntarily surrendered due to bringing on disrepute on the Corporation, creating legal liabilities and involvement in illegal acts.

(4) Surrender of charter includes all monies, funds and accounts not committed to closing out chapter financial obligations.

(5) Any monies from surrender shall go into the State Education Fund. The involuntary surrender to be decided by a majority vote of all Board members following certified notification via mail and subsequent regular State Board meeting.

**ARTICLE V
Education Fund**

Section 1: Organization

A. ESTABLISHED: The Education Fund was established in 1993 by ABATE of Montana as a subsidiary fund. The fund was declared tax exempt under IRS Code 501(c) (3) in an advance ruling. As a non-profit group, restrictions are placed on this fund per the IRS and in order to remain a non-profit group the restrictions must be followed. The restrictions apply to each chapter per the IRS, not ABATE of Montana.

B. PURPOSE: The Education Fund, as organized, authorizes expenditures exclusively to (1) promote motorcycle rider education for the public; (2) disseminate motorcycle safety information to the public; (3) increase public awareness of motorcycle issues; and (4) charitable purposes.

C. EDUCATIONAL:

- (1) Educating Drivers/Riders on the roads on Motorcycle Safety through classes
- (2) Billboards/Road Signs
- (3) Pamphlets disseminated at events proclaiming Motorcycle Safety
- (4) Sponsoring Motorcycle Safety and Awareness contests (create posters, slogans or picture on safety) that help young people understand Motorcycle Safety. Winning posters, pictures or slogans are used for safety and awareness billboards posted statewide.

D. NON EDUCATIONAL (Do not qualify):

- (1) Chapter Events
- (2) Chapter Parties
- (3) Chapter bills or reimbursement for said bills
- (4) Running of drawings designed to raise money for Chapter (Only if it's for Educational Use)

Section 2: Raffles, Poker Runs, 50/50's and etc.

All monies earned from Games of Chance (raffles, poker runs, 50/50, etc.) are to go into the Education Fund.

A. RAFFLES:

Raffles are run under the Education Fund pursuant to the State of Montana Education Fund Rules

Allowable Costs:

- (1) Prizes can be bought using funds acquired by the Raffle
- (2) Charitable Activities, Donations & Scholarships/Grants

Unallowable Costs:

Any/All promotions or Administrative costs/fees of said Raffle cannot be taken out of the Education Fund.

- (1) Promotion of the Raffle
- (2) Printing of tickets, etc.

B. POKER RUNS:

Allowable Costs:

- (1) Charitable Activities, Donations & Scholarships/Grants

Any/All promotions or Administrative costs/fees of said Poker Run cannot be taken out of the Education Fund.

- (1) Promotion of the Poker Run
- (2) Printing of tickets, etc.

C. 50/50'S:

Just what it says, 50% goes to the Education Fund and 50% goes to the winner.

- (1) The winner can donate the monies back to the General or Education Fund

**ARTICLE VI
Amendments**

Section 1: Effective Date

These By-Laws shall become effective immediately upon adoption by a 3/5 (three-fifths) vote of the assembled membership.

Section 2: Review

These By-Laws shall be reviewed each year by incoming officers.

Section 3: Amendments

These By-Laws may be amended or repealed, in whole or in part. An amendment must be presented at a regular Board of Director meeting by any member of the Board. Chapter Coordinators must be provided written copies to be presented at their next regular chapter meeting. Each Chapter will vote on the proposed amendment. Passage of the amendment requires a simple majority vote of members present. The Chapter Coordinator will be obliged to vote according to the express wishes of the Chapter. Adoption of the new amendment will require 3/5 (three-fifths) vote of the assembled Board at its next regular meeting.

Section 4: Effective Date of Amendment

Amendments of these By-Laws shall become effective immediately upon adoption unless otherwise designated by the Board of Directors.

Approved and adopted this 28th Day of September, 2019 _____

State
Coordinator: _____

Gary Schiller

State Deputy
Coordinator: _____

Scott Swanson

State
Secretary: _____

Jean Schiller

State
Treasurer: _____

Rodney Comer

State Membership
Secretary _____

Kim Rhodes